

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHAT FASHIONS LLC,

Plaintiff,

-against-

VICTORIA'S SECRET STORES BRAND
MANAGEMENT, INC.,

Defendants.

08 CV 02745 (RMB)

**DECLARATION OF MELANIE BRADLEY
IN SUPPORT OF NOTICE OF
SUBSTITUTION OF COUNSEL**

MELANIE BRADLEY, ESQ., pursuant to 28 U.S.C. §1746(2), under penalty of perjury, hereby declares as follows:

1. I am a counsel at the law firm of O'Melveny & Myers LLP ("O'Melveny"), with its offices located at Times Square Tower, 7 Times Square, New York, NY 10036. I am a member in good standing of the Bar of the State of New York, and am admitted to practice before this Court.

Substitution of Colucci & Umans by O'Melveny & Myers LLP

2. Pursuant to Local Civil Rule 1.4 of the Local Rules of the United States District Court for the Southern District of New York, I respectfully submit this declaration in support of the substitution of O'Melveny for Colucci & Umans as counsel and attorney of record for plaintiff Victoria's Secret Stores Brand Management, Inc. ("Victoria's Secret") in the above-captioned matter.

3. The substitution is on consent, as it is Victoria's Secret's wish to substitute O'Melveny for Colucci & Umans. Together with this Declaration I submit a Notice of Substitution that has been signed by Frank J. Colucci, a member of Colucci & Umans, as well as

by Carol Matorin, Victoria's Secret's Senior Vice President and Senior Counsel.

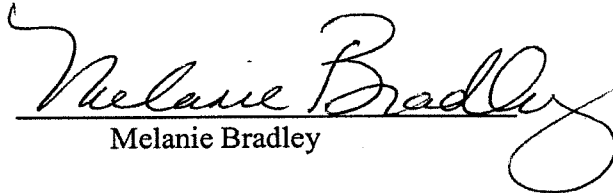
Posture of the Case and Position on Calendar

4. The Complaint in this matter was filed on March 14, 2008 and an Amended Complaint was filed on April 1, 2008. Victoria's Secret filed its Answer on April 11, 2008 and filed an Amended Answer on April 15, 2008. Fact discovery is scheduled to close on August 29, 2008 and expert discovery is due by September 15, 2008. A Conference before the Court is currently scheduled for September 16, 2008.

5. In light of the fact that this matter is still at a relatively early stage, I do not believe that the proposed substitution will cause any delay or in any way prejudice the defendants in this matter.

6. I submit herewith a proposed Order substituting O'Melveny in the place and stead of Colucci & Umans as counsel and attorney of record in the above-captioned matter.

Dated: June 4, 2008
New York, New York


Melanie Bradley